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*Attorneys for defendants Threshold Pharmaceuticals, Inc.,
 Harold E. Selick, and Janet I. Swearson*

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

JERRY TWINDE, On Behalf of Himself and All
 Others Similarly Situated,

Plaintiff,

v.

THRESHOLD PHARMACEUTICALS, INC.,
 HAROLD "BARRY" E. SELICK and JANET I.
 SWEARSON,

Defendants.

Civil Action No.: 07 CV 6227 JSR
 (Consolidated with 07 CV 6490 JSR)

CLASS ACTION

REPLY DECLARATION OF KEVIN A.
 BURKE IN SUPPORT OF
 DEFENDANTS' MOTION TO
 TRANSFER VENUE

I, Kevin A. Burke, declare as follows:

1. I am an attorney licensed to practice in the State of New York. I am a shareholder at the law firm of Heller Ehrman LLP, counsel for defendants Threshold Pharmaceuticals, Inc., Harold E. Selick, and Janet I. Swearson in these consolidated actions. I have personal knowledge of the facts set forth herein, and if called upon to do so, I could and would testify competently thereto.

2. Attached hereto as Exhibit A is a true and correct copy of the Memorandum of Law in Further Support of Dismissal or Transfer of Venue filed on November 1, 2006 in *Canale v. Manco Power Sports, LLC et al.*, Case no. 06-CIV-6131 in the Southern District of New York.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 4th day of September, 2007, at New York, New, York.

/s/

Kevin A. Burke

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